

18345-E

Bill of Sale and Partial Release

July 14 1995

The Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 93-1B (the "Lessor") under an Equipment Lease Agreement (GATC Trust 93-1B) dated as of July 21, 1993 (the "Lease") between the Lessor and General American Transportation Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GATX 35837, and GATX 28069 (the "Units") "as is", "where is", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated. The Lease and Lease Supplement No. 1 were recorded with the Interstate Commerce Commission on July 29, 1993 and received recordation numbers 18345-A and 18345-C, respectively.

The First National Bank of Chicago, as trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 93-1B) dated as of July 21, 1993 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease. The Indenture and Supplement No. 1 thereto were recorded with the Interstate Commerce Commission on July 29, 1993 and received recordation numbers 18345 and 18345-B, respectively.

Dated: February 2, 1996

The Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

By:   
Title: EDWARD L. TRUITT, JR.  
Financial Services Officer

The First National Bank of Chicago, as Indenture Trustee

By: \_\_\_\_\_  
Title: \_\_\_\_\_

## Bill of Sale and Partial Release

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The First National Bank of Chicago, as trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 93-1B) dated as of July 21, 1993 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease. The Indenture and Supplement No. 1 thereto were recorded with the Interstate Commerce Commission on July 29, 1993 and received recordation numbers 18345 and 18345-B, respectively.

Dated: February 2, 1996

The Wilmington Trust Company, not in its  
individual capacity, but solely as  
Owner Trustee

By: \_\_\_\_\_  
Title: \_\_\_\_\_

The First National Bank of Chicago, as  
Indenture Trustee

By: [Signature]  
Title: Trust Officer

State of Illinois )  
 ) SS:  
County of Cook )

On the 21<sup>st</sup> day of March, 1996, before me personally appeared Ed. [Signature], to me known, who being by me duly sworn, says that (s)he is a Fin. [Signature] of The First National Bank of Chicago, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

[Notarial Seal]  
My commission expires:

State of Delaware )  
 ) SS:  
County of New Castle )

On the 24<sup>th</sup> day of March, 1996, before me personally appeared Ed. [Signature], to me known, who being by me duly sworn, says that (s)he is a Fin. [Signature] of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Cheryl Ann MacNeill  
Notary Public

CHERYL ANN MACNEILL  
NOTARY PUBLIC

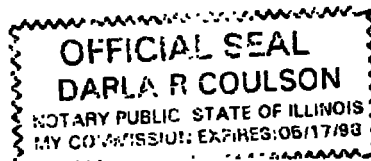
[Notarial Seal] My commission expires November 2, 1997  
My commission expires:

State of Illinois                    )  
  ) SS:  
County of Cook                    )

On the 16TH day of February, 1996, before me personally appeared Jeff L Kinney, to me known, who being by me duly sworn, says that (s)he is a Trust Officer of The First National Bank of Chicago, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Darla R Coulson  
Notary Public

[Notarial Seal]  
My commission expires:



State of Delaware                    )  
  ) SS:  
County of New Castle                )

On the \_\_\_\_\_ day of \_\_\_\_\_, 199  , before me personally appeared \_\_\_\_\_, to me known, who being by me duly sworn, says that (s)he is a \_\_\_\_\_ of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

[Notarial Seal]  
My commission expires: